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**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF UTAH, CENTRAL DIVISION**

IN RE NU SKIN ENTERPRISES, INC. SHAREHOLDER DERIVATIVE LITIGATION	Civil Case No. 2:14-cv-00107-JNP (Cons.) <u>SHAREHOLDER DERIVATIVE ACTION</u> PLAINTIFFS' REPLY IN SUPPORT OF FINAL APPROVAL OF DERIVATIVE SETTLEMENT AND AWARD OF ATTORNEYS' FEES AND EXPENSES
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Plaintiffs Analisa Suderov (“Suderov”) and Amos C. Acoff (“Acoff,” and collectively with Suderov, “Co-Lead Plaintiffs”) respectfully submit this reply memorandum of law in support of Plaintiffs’ Motion for Final Approval of Derivative Settlement and Award of Attorneys’ Fees and Expenses (the “Motion”). ECF No. 96.

Pursuant to this Court’s Order dated July 20, 2016 (the “Preliminary Order”), all objections to the proposed settlement (the “Settlement”) of the above-captioned consolidated action (the “Action”) were due to be filed with this Court and served on the parties no later than September 22, 2016. ECF No. 87. On July 29, 2016 Nu Skin Enterprises, Inc. (“Nu Skin” or the “Company”) filed the Notice with the United States Securities and Exchange Commission (“SEC”) as an attachment to a Report on Form 8-K. In addition, pursuant to the Preliminary Order, the Company published the Summary Notice in *Investor’s Business Daily* on August 1, 2016.

After consultation with counsel for the parties to the Action, Co-Lead Plaintiffs are pleased to report to the Court that no objections have been filed or served. This lack of opposition to the Settlement is significant and supports that the Settlement and Fee Award are fair, reasonable, and adequate and that it should be finally approved. *See, e.g., In re SmithKline Beckman Corp. Sec. Litig.*, 751 F. Supp. 525, 530 (E.D. Pa. 1990) (“[T]he reaction of the class to the proffered settlement is perhaps the most significant factor to be weighed in considering its adequacy....”); *Mohammed v. Ells*, Case No. 12-CV-1831- WJM-MEH, 2014 WL 4212687, at *4 (D. Colo., Aug. 26, 2014) (“Finally, the fact that no objections to the settlement were filed by any shareholder weighs heavily in favor of approval of the derivative litigation settlement.”).

According to Yahoo! Finance and the Company’s public filings with the SEC, Nu Skin has nearly 56 million shares outstanding held by thousands of stockholders. Motion at 23. Notably, nearly 79% of the Company’s float is held by institutional investors. *Id.* at 23 n.19. The fact that

no institutional investors – who have the largest stake in the litigation – have objected further underscores the reasonableness of the Settlement. *See, e.g., In re Citigroup Inc. Bond Litig.*, 296 F.R.D. 147, 156 (S.D.N.Y. 2013) (the reaction of the class supported the settlement where “not one of the objections or requests for exclusion was submitted by an institutional investor”); *In re Tyco Int’l, Ltd. Multidistrict Litig.*, 535 F. Supp. 2d 249, 261 (D.N.H. 2007) (finding that “[t]he reaction of the class to the settlement has been almost entirely positive,” where “[n]one of the institutional investors have objected to []the settlement”); *In re AOL Time Warner, Inc.*, MDL No. 1500, 2006 WL 903236, at *10 (S.D.N.Y. Apr. 6, 2006) (lack of objections from institutional investors further supported approval of settlement); *In re Sturm, Ruger, & Co. Sec. Litig.*, No. 3:09cv1293 (VLB), 2012 WL 3589610, at *5 (D. Conn. Aug. 20, 2012) (“[T]he absence of objectants may itself be taken as evidencing the fairness of a settlement.”).

Accordingly, for the foregoing reasons and the reasons articulated in the Motion, Co-Lead Plaintiffs respectfully request that the Court finally approve the Settlement, the Fee Award, and the Incentive Awards.

Dated: September 29, 2016

Respectfully submitted,

/s/ P. Matthew Muir

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